### FORM D



SEC 1972 (6-02)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL								
OMB Number:	3235-0076							
Expires:	May 31, 2005							
Estimated average burden								
hours per respor	ise16.00							

SEC U	SE ONLY
Prefix	Serial
DATE F	RECEIVED
1	ł

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	
Deptford 33 Offering 2004	130
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment	ED WAR
A. BASIC IDENTIFICATION DATA CEP %	<u> 2005</u>
1. Enter the information requested about the issuer	
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	- [8]
Deptford 33, LLC	>/ <i>&gt;</i> /
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including)	Área Code)
20 Melville Road Princeton Junction, NJ 08550 609-209-054	
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including (if different from Executive Offices)	Area Code)
Brief Description of Business	OCESSI
Real Estate Development Services	
Type of Business Organization	CT 0 3 200
corporation limited partnership, already formed other (please specify):	
business trust limited partnership, to be formed Limited Liability Company	
Month Year  Actual or Estimated Date of Incorporation or Organization: TTT   OT4   Actual   Estimated  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:	MANCIAL
CN for Canada; FN for other foreign jurisdiction)	,
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et se 77d(6).	eq. or 15 U.S.C.
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address a which it is due, on the date it was mailed by United States registered or certified mail to that address.	
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.	
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually photocopies of the manually signed copy or bear typed or printed signatures.	signed must be
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offerin thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the not be filed with the SEC.	
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states tha ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the prope accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitution to the completed.	ate where sales or amount shall
ATTENTION	
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicta filing of a federal notice.	

Persons who respond to the collection of information contained in this form are not

required to respond unless the form displays a currently valid OMB control number.

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1 of 9

A BASICIO	ENTRE CATTOMOATA		
2. Enter the information requested for the following:			
<ul> <li>Each promoter of the issuer, if the issuer has been organized w</li> </ul>	rithin the past five years;		•
Each beneficial owner having the power to vote or dispose, or dispose,	rect the vote or disposition	of, 10% or more of	a class of equity securities of the issuer.
<ul> <li>Each executive officer and director of corporate issuers and of</li> </ul>	corporate general and mar	aging partners of	partnership issuers; and
<ul> <li>Each general and managing partner of partnership issuers.</li> </ul>	e.	•	
Check Box(es) that Apply: Promoter X Beneficial Owner Princeton Junction Development	Executive Officer Partners, LLC	Director	General and/or Managing Partner
Full Name (Last name first, if individual)	•		
20 Melville Road, Princeton Jun	ction, NJ 085	50	
Business or Residence Address (Number and Street, City, State, Zip Co	ode)		
Check Box(es) that Apply Promoter Beneficial Owner  John Orlowski	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) 96 Graystone Lane, Orchard Park	, NY 14127		
Business or Residence Address (Number and Street, City, State, Zip Co	ode)		4
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)			
Business or Residence Address (Number and Street, City, State, Zip Co	de)		
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)			
Business or Residence Address (Number and Street, City, State, Zip Co	de)		
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)	•		
Business or Residence Address (Number and Street, City, State, Zip Co	de)		
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)			· ·
Business or Residence Address (Number and Street, City, State, Zip Co	de)		
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)			
Business or Residence Address (Number and Street, City, State, Zip Co.	de)		
(Use blank sheet, or copy and use a	idditional copies of this sh	eet, as necessary)	

					Bi. I	NFORMAL	ion abou	T OFFER	NG V	14 7		77.00		
,	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										Yes	No		
1.	Answer also in Appendix, Column 2, if filing under ULOE.													
2.	What is	the minim	um investo									<b>,</b> 25	,500	
2.	What is the minimum investment that will be accepted from any individual?  Does the offering permit joint ownership of a single unit?									Yes	No			
3.	Does th	e offering	permit join	t ownersh	ip of a sing	gle unit?	•••••	•••••					X.	
4.														
						of purchas ent of a brol								
	or state:	s, list the na	ame of the b	roker or d	ealer. If m	ore than fiv	e (5) perso	ns to be list	ted are asso					
E. U					e informat	ion for that	broker or	dealer only	y. 					
ruii	i Name (	Last name	first, if ind	ividuai)										
Bus	iness or	Residence	Address (N	lumber an	d Street, C	ity, State, 2	Zip Code)							
Nan	ne of Ass	sociated Br	oker or De	aler										
Stat	es in Wh	ich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers	:					· . · ·	
	(Check	"All States	or check	individua	States)	• • • • • • • • • • • • • • • • • • • •	•••••	•••••	•••••		***************************************	. 🔲 AI	l States	
	[4]	[AV]	[72]	AD	[CA]	احما	(CT)	IDE	[DC]	ر تعا	[GA]	Tan	-[ai]-	
	AL)	AK)	AZ IA	KS	CA KY	CO LA	CT ME	DE MD	[DC]	FL MI	GA MN	MS MS	MO	
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA	
	RI	SC	SD	TN	TX	UT	VT	VA	WA	$\overline{WV}$	WI	$\overline{WY}$	PR	
Full	Name (	l act name	first, if ind	ividual)	<del></del>	·		·			<del></del>		······································	
	ivaine (i	Dast name	mst, m mu	i vidual)										
Bus	iness or	Residence	Address (1	Number an	d Street, C	City, State,	Zip Code)							_
Nan	ne of Acc	onciated Br	oker or De	aler						70				
11411	ic of Ass	ociated bi	oker of De	aici										
Stat	es in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers		******					_
	(Check	"All States	" or check	individual	States)	***************************************					••••••	. 🗌 AI	States	
	ĀL	[AK]	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID	
	IL	ĪN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО	
	MT	NE	NV	ИН	ſИĴ	NM	NY	NC	ND	ОН	OK	OR	PA	
	RI		SD	TN	[TX]	UT	VT	VA	WA	wv]	WI	WY	PR	
Full	Name (1	ast name t	first, if indi	vidual)							÷			
	<del></del>	<u> </u>			10									
Busi	iness or	Residence	Address ()	Number an	d Street, C	ity, State, I	Zip Code)							
Nam	ne of Ass	ociated Br	oker or Dea	aler	<del></del>								<del></del>	
	·	<u> </u>												
State						to Solicit l								
	1Chack	"All States	" or check	individual	States)		•••••	• • • • • • • • • • • • • • • • • • • •	•••••			_ Al	l States	
	CHECK													
	AL	AK	[AZ]	AR	CA	CO	CT	DE	DC	FL	GA	HI		
	AL IL	IN	IA	KS	KY	LA	ME)	MD	MA	MI	MN	MS	MO	
	AL													

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \subseteq  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	u t	
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt Warrants to Purchase	:	•
		700,000	\$ 125,500
	Common Preferred	'—————————————————————————————————————	<u> </u>
	Convertible Securities (including warrants)		\$
	Partnership Interests		
	Other (Specify)		
	Total		
	Answer also in Appendix, Column 3, if filing under ULOE.	700,000	\$_ <u>229999</u>
2,	Enter the number of accredited and non-accredited investors who have purchased securities in this		
	offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		de 18
		Number	Aggregate Dollar Amount
		Investors	of Purchases
	Accredited Investors	_ 3	\$ 125,500
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		. \$
	Regulation A	<del></del>	\$
	Rule 504		\$
	Total	·	\$ <u>-</u>
	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$ <u> </u>
	Printing and Engraving Costs		<b>\$</b> 0
	Legal Fees		\$_5,000
	Accounting Fees	_	\$_5,000
	Engineering Fees		\$00
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$ 5,000
	Total		s15,000

CONFERING PRICE NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	AND THE PROPERTY OF THE PROPERTY NUMBER	EKOTIKYESTORS/EXPENSES AND USE OF P	greingus :	
	b. Enter the difference between the aggregate offering and total expenses furnished in response to Part C — C proceeds to the issuer."	Question 4.a. This difference is the "adjusted gross		\$ 685 <b>,</b> 000
5.	Indicate below the amount of the adjusted gross proceeds of the purposes shown. If the amount for any check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	purpose is not known, furnish an estimate and the payments listed must equal the adjusted gross		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	[2	[ \$ <u>100,000</u>	<u> </u>
	Purchase of real estate		]\$ <u> </u>	□\$ <u>180,000</u>
	Purchase, rental or leasing and installation of mach and equipment	inery	¢ ()	<b></b>
	Construction or leasing of plant buildings and facil	<del>-</del>		_
	Acquisition of other businesses (including the valu		J <u>a</u>	□ <u>\$</u>
	offering that may be used in exchange for the asset issuer pursuant to a merger)	s or securities of another	¬ ¢	
	Repayment of indebtedness	<del>-</del>		
	Working capital	_	_	
	Other (specify):	_	_	<del></del>
				<u> </u>
			] <b>\$</b> _	\$
	Column Totals		\$ <u>100,000</u>	\$ 585,000
	Total Payments Listed (column totals added)		□\$ <u>6</u>	85,000
		D. DEDEKAT SIGNASIJE GARAGES		
sigi	issuer has duly caused this notice to be signed by the unature constitutes an undertaking by the issuer to furn information furnished by the issuer to any non-accre	undersigned duly authorized person. If this notice ish to the U.S. Securities and Exchange Commiss	is filed under Ru sion, upon writte	le 505, the following
ssı	er (Print or Type)	Signatur	Pate	
D	eptford 33, LLC		Septemb	er 27, 2005
		Title of Signer (Print or Type)		
C	hristian Nickerson	Chief Executive Officer of	Manager	

- ATTENTION ----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	p. Gib vine (gign. Atturk b. 1997)		
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification	Yes	No
	provisions of such rule?		$\square$

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature
Deptford 33, LLC	September 27, 2005
Name (Print or Type)	Title (Print or Type)
Christian Nickerson	Chief Executive Officer of Manager

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

T.				1	pendixa.				
1	Intend to non-a investor	2 it to sell accredited is in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			(if yes, explana	ification ate ULOE attach ation of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL							·		
AK							<u> </u>		
AZ									
AR									
CA									
со									
СТ									
DE									
DC									
FL									
GA									
ні									
ID									
IL									
IN									:
-IA			_						
KS									
KŸ									
LA									
ме									
MD			Warrants to I	nrchase					
MA		Х	LLC Units	1	\$50,000	0	0		_x
· MI									
MN									
MS									

#### APPENDIX 5 1 2 3 Disqualification Type of security under State ULOE and aggregate Intend to sell (if yes, attach to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Accredited Non-Accredited State Yes **Investors** No No **Amount Investors** Amount Yes MO MT NE NV NH NJ X 0 \$50,000.00 \$0.00 x NMNY NC ND ОН OK OR Warrants to Purchase LLC Units \$25,500.00 0 PA X 1 \$0.00 × RI SC SD TN TXUT VT VA WA WVWI

	A CARPENDIX									
1		2	3	4 5 Disqualification						
			<b></b>							
	Intend	to sell	Type of security and aggregate	under State ULO (if yes, attach					4	
		ccredited	offering price		Type of investor and				ation of	
		s in State	offered in state		amount purchased in State			waiver granted)		
	(Part B	-Item 1)	(Part C-Item 1)		(Part	C-Item 2)		(Part E	-Item 1)	
			•	Number of Accredited		Number of Non-Accredited			İ	
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
WY										
PR										